

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
LEXINGTON PRECISION CORP., et al.,	:	08-11153 (MG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**AFFIDAVIT AND DISCLOSURE STATEMENT OF MICHAEL G. KERMAN
ON BEHALF OF SUTHERLAND ASBILL & BRENNAN LLP**

STATE OF GEORGIA)
) ss:
COUNTY OF FULTON)

Michael G. Kerman, being duly sworn, upon his oath, deposes and says:

1. I am a Partner in Sutherland Asbill & Brennan LLP located in Atlanta, Georgia (the "Firm").

2. Lexington Precision Corporation and Lexington Rubber Group, Inc., as debtors and debtors in possession (Collectively, the "Debtors"), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

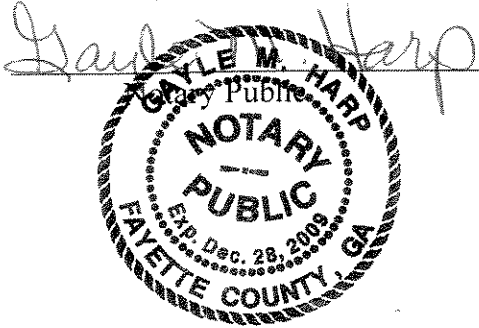
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants, that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe the Firm \$-0- for prepetition services.

Subscribed and sworn to before me
this 28th day of May, 2008




Michael G. Kerman

EXHIBIT C

(Retention Questionnaire)

In re Lexington Precision Corp., et al.
Chapter 11 Case No. 08-11153 (MG)

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEXINGTON PRECISION CORPORATION OR LEXINGTON RUBBER GROUP, INC. (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Marcia L. Goldstein, Esq.
Christopher J. Marcus, Esq.

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Sutherland Asbill & Brennan LLP

999 Peachtree Street, NE

Atlanta, Georgia 30309-3996

2. Date of retention: 4/1/08

3. Type of services provided (accounting, legal, etc.):

Legal

4. Brief description of services to be provided:

Georgia legal counsel in connection with
Debtor's facilities located in Georgia

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

- (a) Average hourly rate (if applicable):

\$385

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

\$0-\$7,500 (No Georgia work anticipated during next 90 days)

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ N/A

Date claim arose: _____

Source of Claim: _____

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

8. Stock of the Debtors currently held by the firm:

Kind of shares: N/A

No. of shares: _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: _____

Kind of shares: _____

No. of shares: _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

N/A

11. Name of individual completing this form:

Michael G. Kerman, Partner